

**EXHIBIT A****Schedule 1.1(a) Acquired Software**

*Intentionally omitted—See Disclosure Schedule to Asset Purchase Agreement.*

**Schedule 1.1(a) subpart (i)**

Source code, object code, versions, modules, program descriptions, data, databases, interfaces, modifications and updates. See Attachment I, *Table of Acquired Software and Inventory of Acquired Software*.

**Schedule 1.1(a) subpart (ii)****Documentation Relating to Acquired Software**

VistaTools 6.2 and 6.3 User's Guide  
VistaCPG 6.2 and 6.3 User's Guide  
VistaPlanner User's Guide  
VistaPlannerXL User's Guide  
VistaRetail User's Guide  
VistaSupply User's Guide (under construction)  
VistaCPG Portal User's Guide (under construction)  
Vista7i (under construction)  
VistaRetail Interface Doc – VistaRetail Interface Guide  
Items for Vista Applications –Requirements for Item  
Item-Supply.Doc –Requirements for Item  
VistaB2B Architecture –PPT – Architecture Design  
VistaB2B Arch –VSD Architecture Layout  
EDD.Doc – Extended Data Requirements  
Price Bracket.Doc Price Bracket Specification  
Item Hierarchy.Doc GSMP Hierarchy Requirements Documentation  
VistaRetail Release Notes Vers 6.2.0.5  
VistaRetail Training Manual

**Schedule 1.1(a) subpart (iii)****Disks, Tapes and other Tangible Media**

CD ROM in Escrow (includes all Seller Products except RAS Data Warehouse):

- VistaCPGv621006c
- VistaTools 62007
- VistaCPG v6.3.017
- VistaTools v6.3.017
- VistaCPG v6.3.021
- VistaTools v6.3.021
- VistaRetail v2.6.05
- VistaCPG v6.3.024
- VistaTools v6.3.024
- VistaCPGPortal as of 11/25/02
- VistaCPG 7i as of 11/25/02

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-VistaSupply as of 11/25/02  
 -VistaPlanner XL as of 11/25/02  
 -VistaCPG v6.3.025  
 -VistaTools v6.3.025  
 -VistaRetail v2.7.00  
 -VistaCPG 7.100  
 -VistaCPG Portal as of 2/28/03  
 -VistaSupply as of 2/28/03  
 -VistaPlanner XL as of 2/28/03

**Schedule 1.1 (b) Intangibles; part (i)**

**Patents:**

The following patent applications originally filed by The Vista Technology Group, Ltd. ("TVTG") were abandoned:

- a) "Demand and Production Planning Process for Consumer Goods" 09/302,181
- b) "Demand and Production Planning System and Computer Code for Consumer Goods" 09/302,923
- c) "Demand and Production Planning User Interface Device for Consumer Goods" 09/302,324
- d) "Method and User Interface for Calendar Drag and Drop" 09/302,523
- e) "Production Planning Process, System and User Devices for Consumer Goods" 09/302,248
- f) "Inclusion/Exclusion Logic Method and Device" 09/320,922
- g) "Method and Device for Trade Form Selection" 09/335,468

The following provisional applications originally filed by TVTG were also abandoned:

- h) "Method and System for Consumer Packaging" 60/114,084
- i) "Method and System for Electronic Commerce (Business to Business) Trade Promotion Management, Funds Management, Promotion/Production Forecasting and Pricing for Consumer Goods" 60/242,180

The following patent applications remain pending to date originally filed by TVTG:

**Patent Applications:**

<i>Patent Name</i>	<i>USPTO Application Number</i>
Trade Promotion Funds Management Process for Consumer Goods	09/659,814
Trade Promotion Funds Management User Interface Device for Consumer Goods	09/659,613
Trade Promotion Funds Management System and Computer Code for Consumer Goods	09/659,614
Method and System for Transmittal of Extended Data Attributes for Product Items, Pricing and Trade Promotion Transactions	10/053,935

**Trade Secrets:**

*Intentionally omitted. See Disclosure Schedule to Asset Purchase Agreement.*

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**Engineering Records:**

*Intentionally omitted. See Disclosure Schedule to Asset Purchase Agreement.*

**Trade Names:**

The trade names, as more particularly defined as names used in trade to designate a particular business of certain individuals considered as an entity, but not a trademark in active use, are as follows:

- Vista Software Solutions, Inc.
- Vista



**Trade Styles:**

- VistaCPG
- VistaCPG Portal
- VistaCPG 7i
- VistaRetail
- VistaSupply
- VistaPlanner XL

**Trademarks:**

Per Assignment of Security Interest in Trademarks dated August 13, 2002 and effective July 3, 2002, the registered marks under TVTG have been assigned to Vista Software Solutions, Inc.:

**Registered Trademarks:**

<i>USPTO Registration Number</i>	<i>Grant Date</i>	<i>Trademark</i>
		
2,147,065	3/31/98	
2,260,547	7/31/99	 Vista CPG ®
2,331,714	3/21/00	Tactical Account Planning (TAP) ®
2,384,925	9/12/00	Hawkeye Deduction Elimination System ®
2,453,107	5/22/01	The Perfect Invoice®
2,522,158	12/25/01	EVistaB2B®
2,677,876	1/21/03	VistaPlanner XL ®

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There are no pending applications for Trademark registration.

The following trademark applications originally filed by TVTG were abandoned:

- a) "Transaction Agent" 76170556
- b) "VISTAB2B.COM" 75732628
- c) "Powerhouse" #75702074

The following modules and product names are Trademarks <sup>TM</sup> as they are generally known and associated with Seller; however, they have not been formally applied as to registration.

<i>VistaCPG side- Trademarks</i>	<i>VistaRetail side- Trademarks</i>
VistaFunds <sup>TM</sup>	VistaRetail <sup>TM</sup>
VistaDeals <sup>TM</sup>	VistaKiosk <sup>TM</sup>
VistaPlanner <sup>TM</sup>	VistaSupply <sup>TM</sup>
VistaScoreboard <sup>TM</sup>	VistaBroker <sup>TM</sup>
VistaPayment <sup>TM</sup>	VistaB2B <sup>TM</sup>
VistaForecast <sup>TM</sup>	Exchange Broker <sup>TM</sup>
VistaDeduction <sup>TM</sup>	
VistaReports <sup>TM</sup>	
VistaSettlements <sup>TM</sup>	
VistaMart <sup>TM</sup>	
VistaDraft <sup>TM</sup>	
VistaTools <sup>TM</sup>	
Vista Evaluation & Appraisal <sup>TM</sup>	
VistaCPG Portal <sup>TM</sup>	
VistaCPG 7/7 <sup>TM</sup>	

#### Copyrights:

The following publications and software are noted as copyrighted material of Seller as created works under protection of the Copyright Act.

- VistaCPG Users Guide (most current version as of 2003 in addition to all prior versions)
- VistaRetail Users Guide (most current version as of 2003 in addition to all prior versions)
- VistaCPG Software (most current version as of 2003 in addition to all prior versions)
- VistaRetail Software (most current version as of 2003 in addition to all prior versions)
- VistaSupply Software (most current version as of 2003 in addition to all prior versions)
- VistaPlanner XL Software (most current version as of 2003 in addition to all prior versions)
- Web site content for "vistacpg.com"
- Web site content for "vistasoftwareolutions.com"

There are no copyright registrations or pending applications for copyright registration on file to date.

#### Domain Names:

Active Registered Domain Names:

- a) VISTACPG.COM
- b) VISTASOFTWARESOLUTIONS.COM
- c) TVTG.COM

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**Inactive/Expired Domain Names:**

- d) VISTAB2B.COM
- e) EVISTAB2B.COM
- f) VISTACPG.CO.UK

**Advertising and Promotional Materials:**

None.

**Proprietary Rights:**

All rights, title and interest to the aforementioned intellectual property, including but not limited to, all software programs, computer source code, technology, documentation, patents, trademarks, trade names, trade secrets, trade styles, copyrights, domain names, logos and web sites.

**Schedule 1.1(b) Intangibles: part (ii)**

None

**Schedule 1.1 (b) Intangibles: part (iii)****Customer lists and supply:***Intentionally omitted. See Disclosure Schedule to Asset Purchase Agreement***Importation and Distribution:**

None.

**Brokers and Agent Lists:**

None.

Component listing of intellectual property developed by third party or that is embedded or integrated or used in connection with the Acquired Intellectual Property:

1) The HP CATS Software V3 installation kit consists of the following:

- a. infobefore.txt
- b. install.bmp
- c. install.gif
- d. license.txt
- e. mfc42.dll
- f. CATS\_Service.dll
- g. CATS3\_Schup.exe
- h. CATS\_ASx\_Send.exe
- i. certmgr.exe
- j. CATS\_Admin.exe
- k. capicom.dll
- l. CATS3\_kit\_sm.iss
- m. CATS\_ADMIN.HLP
- n. CATS\_AS1\_Rccv.exe
- o. CATS\_Monitor.exe
- p. CATS\_AS2\_RECV.exe
- q. CATS\_AS2\_recv.INI
- r. CATS3\_kit\_sm\_floppy.iss

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- s. CATS v3.0 Config.doc
- t. zlib.dll
- u. CompaqCATSv3.mdb

**Listing of the Acquired Intellectual Property:**

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